

EXHIBIT B



STATE OF CONNECTICUT

INSURANCE DEPARTMENT

December 19, 1997

CERTIFIED MAIL

HARRY P. KAMEN

JAN 07 1998

Mr. Harry Paul Kamen, President
Metropolitan Life Insurance Company
1 Madison Avenue
New York, NY 10010

RE: Agent Richard R. Agee

Dear Mr. Kamen:

Please be advised that this Department was contacted by Richard R. Agee, former Metropolitan Office Manager, Torrington, Connecticut. A subsequent meeting occurred on Friday, November 21, 1997 involving Agee and his attorney, members of the Connecticut Insurance Department, and a representative of the Office of the Attorney General.

During this meeting, Agee made a number of allegations concerning the business practices of Metropolitan, including his belief that Metropolitan encouraged, was aware of, and ignored the "churning" practices of their agents and managers. Agee indicated that on a number of occasions he notified Metropolitan, in writing, of his concerns however the Company failed to act.

We are commencing a review of the assertions received from Mr. Agee and are requesting the following information from Metropolitan, at this time.

1. Information regarding the Sales Agency Management System (SAMS) including a detailed explanation of the development, implementation and results of the system.
2. Copies of notes, letters and reports between Agee and Metropolitan referring to improprieties in the sale of insurance by Metropolitan agents.
3. Copies of "Compliance and Ethics Control" Reports (CEC) between Agee and Metropolitan for each Connecticut office from 1990 - present.
4. Information regarding the "taking back" of commission on policies written by using funds borrowed or withdrawn from existing Metropolitan contracts.

Phone:
P. O. Box 816 Hartford, CT 06142-0816
An Equal Opportunity Employer

HAZEN V. I
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December 18, 1997

Mr.

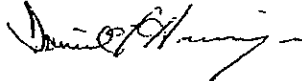
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5. Copies of any investigations or reports completed by Metropolitan into allegations of "churning" or other improper or deceptive sales practices on the part of Metropolitan agents or offices.
6. All "churning" complaints reported to Metropolitan regarding Connecticut policyholders from 1990 - present, and the results of those complaints.

We also would like to meet with Metropolitan compliance officer, Mr. Flynn and your Regional Vice President Mr. Sells. Please advise us of their availability for a deposition during the week of January 12 or January 26, 1998.

Please contact me upon receiving this correspondence in order to acknowledge receipt and to establish an appropriate timetable for production of requested information.

Sincerely,



Daniel F. Harrigan
Program Manager
Market Conduct Division
(860) 297-3848

cc: Mr. Bruce C. Hemer
Assistant Vice President
Metropolitan Life Insurance Company
P.O. Box 828, Madison Square Station
New York, NY 10159-0383

Also sent to second office of:
Mr. Harry Paul Kamen
President
Metropolitan Life Insurance Company
4100 Boy Scout Blvd.
Tampa, FL 33627

cc: *Louise Krapp*
Alan Lippman
Phil Lippman
Lu Regusa

(mclkaunen)